

## FORM D

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

## FORM D

NOTICE OF SALE OF SECURITIES  
PURSUANT TO REGULATION D,  
SECTION 4(6), AND/OR  
UNIFORM LIMITED OFFERING EXEMPTION

1442113

OMB APPROVAL	
OMB Number:	3235-0076
Expires:	
Estimated average burden hours per response.....	16.00

SEC USE ONLY	
Prefix	Serial
7/11/08	
DATE RECEIVED	

Name of Offering ( ☐ check if this is an amendment and name has changed, and indicate change.)

Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☐ ULOE  
Type of Filing: ☐ New Filing ☐ Amendment

## A. BASIC IDENTIFICATION DATA

I. Enter the information requested about the issuer

Name of Issuer ( ☐ check if this is an amendment and name has changed, and indicate change.)

CAPITAL - PLUS PARTNERS, LLC

Address of Executive Offices (Number and Street, City, State, Zip Code)  
7620 OLENTANGY RIVER ROAD, COLUMBUS, OH 43235

Telephone Number (Including Area Code)  
614-848-7620

Address of Principal Business Operations (if different from Executive Offices) (Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

Brief Description of Business

ACCOUNTS RECEIVABLE FINANCING/MANAGEMENT

Type of Business Organization

☐ corporation  
☐ business trust

☐ limited partnership, already formed  
☐ limited partnership, to be formed

☒ other (please specify):  
LIMITED LIABILITY COMPANY

PROCESSED

AUG 08 2008

THOMSON REUTERS

Actual or Estimated Date of Incorporation or Organization: 012 014 ☒ Actual ☐ Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction)

014

## GENERAL INSTRUCTIONS

## Federal:

**Who Must File:** All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

**When To File:** A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

**Where To File:** U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

**Copies Required:** Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

**Information Required:** A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

**Filing Fee:** There is no federal filing fee.

## State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

## ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

**A. BASIC IDENTIFICATION DATA****2. Enter the information requested for the following:**

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

SETZER, GAIL

Business or Residence Address (Number and Street, City, State, Zip Code)

842 PIPESTONE DRIVE, COLUMBUS, OH 43235

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

TYACK, RENEE

Business or Residence Address (Number and Street, City, State, Zip Code)

139 HANFORD ST., COLUMBUS, OH 43206

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

RODRIGUEZ, GENE

Business or Residence Address (Number and Street, City, State, Zip Code)

152 CELLER COURT, POWELL, OH 43065

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

SETZER, ROBERT

Business or Residence Address (Number and Street, City, State, Zip Code)

842 PIPESTONE DRIVE, COLUMBUS, OH 43235

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

**B. INFORMATION ABOUT OFFERING**

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? ..... ☐ Yes ☒ No  
Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? ..... \$ 10,000.00
3. Does the offering permit joint ownership of a single unit? ..... ☒ Yes ☐ No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

N/A

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... ☐ All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

Full Name (Last name first, if individual)

N/A

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... ☐ All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

Full Name (Last name first, if individual)

N/A

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... ☐ All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box ☐ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt .....	\$ 5,000,000.00	\$ 2,700,000.00
Equity .....	\$ .....	\$ .....
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants) .....	\$ .....	\$ .....
Partnership Interests .....	\$ .....	\$ .....
Other (Specify .....) .....	\$ .....	\$ .....
Total .....	\$ 5,000,000.00	\$ 2,700,000.00

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors .....	38	\$ 2,700,000.00
Non-accredited Investors .....	.....	\$ .....
Total (for filings under Rule 504 only) .....	.....	\$ .....

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505 .....	.....	\$ .....
Regulation A .....	.....	\$ .....
Rule 504 .....	.....	\$ .....
Total .....	.....	\$ 0.00

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees .....	<input type="checkbox"/>	\$ .....
Printing and Engraving Costs .....	<input checked="" type="checkbox"/>	\$ 5,000.00
Legal Fees .....	<input checked="" type="checkbox"/>	\$ 10,000.00
Accounting Fees .....	<input checked="" type="checkbox"/>	\$ 5,000.00
Engineering Fees .....	<input type="checkbox"/>	\$ .....
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/>	\$ .....
Other Expenses (identify) .....	<input type="checkbox"/>	\$ .....
Total .....	<input type="checkbox"/>	\$ 20,000.00

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the “adjusted gross proceeds to the issuer.” .....

\$ 4,980,000.00

5. Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees .....	<input checked="" type="checkbox"/> \$ 500,000.00	<input type="checkbox"/> \$ .....
Purchase of real estate .....	<input type="checkbox"/> \$ .....	<input type="checkbox"/> \$ .....
Purchase, rental or leasing and installation of machinery and equipment .....	<input checked="" type="checkbox"/> \$ 20,000.00	<input type="checkbox"/> \$ .....
Construction or leasing of plant buildings and facilities .....	<input type="checkbox"/> \$ .....	<input type="checkbox"/> \$ .....
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	<input type="checkbox"/> \$ .....	<input type="checkbox"/> \$ .....
Repayment of indebtedness .....	<input type="checkbox"/> \$ .....	<input type="checkbox"/> \$ .....
Working capital .....	<input type="checkbox"/> \$ .....	<input type="checkbox"/> \$ 4,210,000.00
Other (specify): <u>MANAGEMENT FEE TO AFFILIATE</u> .....	<input checked="" type="checkbox"/> \$ 250,000.00	<input type="checkbox"/> \$ .....
.....	<input type="checkbox"/> \$ .....	<input type="checkbox"/> \$ .....
Column Totals .....	<input type="checkbox"/> \$ 770,000.00	<input type="checkbox"/> \$ 4,210,000.00
Total Payments Listed (column totals added) .....	<input type="checkbox"/> \$ 4,980,000.00	

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) CAPITAL - PLUS PARTNERS, LLC	Signature <i>Robert D. Setzer</i>	Date 6/24/8
Name of Signer (Print or Type) ROBERT D. SETZER	Title of Signer (Print or Type) PRESIDENT	

**ATTENTION**

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

**D. STATE SIGNATURE**

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? ..... Yes ☐ No ☒

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) CAPITAL - PLUS PARTNERS, LLC	Signature <i>Robert D. Setzer</i>	Date 6/24/8
Name (Print or Type) ROBERT D. SETZER	Title (Print or Type) PRESIDENT	

**Instruction:**

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

**APPENDIX**

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA	X		Unsecured promissory notes	1	\$100,000.00	0	\$0.00		
CO									
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN	X		Unsecured promissory notes	1	\$30,000.00	0	\$0.00		
MS									

**APPENDIX**

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MO									
MT									
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									
OH	<input checked="" type="checkbox"/>		Unsecured promissory notes	35	\$2,590,771	0	\$0.00		
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									



# APPENDIX

1	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY									
PR									

Washington, DC  
706

UNIFORM CONSENT TO SERVICE OF PROCESS

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, Capital-Plus Partners, LLC (a limited liability company organized under the laws of the State of Ohio), (a partnership), (an individual) (other \_\_\_\_\_ for the purpose of complying with the laws of the State of Minnesota relating to either the registration or sale of securities. hereby irrevocably appoints Commissioner of Commerce, and the successors in such office, its attorney in the State of Minnesota upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of or in connection with the sale of securities or out of violation of the aforesaid laws of said state; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within said state by service of process upon said officer with the same effect as if the undersigned was organized or created under the laws of said state and had lawfully been served with process in said state.

It is requested that a copy of any notice, process of pleading served hereunder be mailed to:

Capital-Plus Partners, LLC, 7620 Olentangy River Road, Columbus, Ohio 43235

(Name and address)

(Seal)

Robert D Setler

Dated: 6/24/8, 2008

By: ROBERT D SETLER

Title: PRESIDENT

By: \_\_\_\_\_

Title: \_\_\_\_\_

CORPORATE ACKNOWLEDGEMENT

STATE OF \_\_\_\_\_

) ss

COUNTY OF \_\_\_\_\_

On this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, before me \_\_\_\_\_, the undersigned officer, personally appeared \_\_\_\_\_ and \_\_\_\_\_, known personally to me to be the \_\_\_\_\_ President and \_\_\_\_\_ Secretary, respectively, of the above named corporation, and that they, as such officers, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by themselves as such officers.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.

(Notarial Seal)

\_\_\_\_\_  
Notary Public

My Commission Expires \_\_\_\_\_

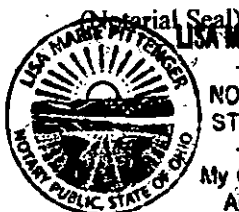
INDIVIDUAL OR PARTNERSHIP ACKNOWLEDGEMENT

STATE OF Ohio

COUNTY OF Delaware ss

On this 24th day of June, 2008 before me Lisa Marie Pittenger the undersigned officer, personally appeared Robert D Setler to me personally known and known to be the same person(s) whose name(s) is(are) signed to the foregoing instrument, and acknowledged the execution thereof for the uses and purposes therein set forth.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.



LISA MARIE PITTENGER

NOTARY PUBLIC  
STATE OF OHIO

My Comm. Expires  
April 11, 2010

Lisa Marie Pittenger  
Notary Public

My Commission Expires 4/11/10

**TO THE COMMISSIONER OF CORPORATIONS OF  
THE STATE OF CALIFORNIA  
CONSENT TO SERVICE OF PROCESS**

**KNOW ALL MEN BY THESE PRESENTS**

That the undersigned, Capital-Plus Partners, LLC (a ~~corporation~~, partnership or limited liability company organized under the laws of the State of Ohio), (an individual), (other \_\_\_\_\_) hereby irrevocably appoints the Commissioner of Corporations of the State of California, or the Commissioner's successor in office, to be the undersigned's attorney to receive service of any lawful process in any noncriminal suit, action or proceeding against the undersigned, or the undersigned's successor, executor, or administrator which arises under the Capital Access Company Law or any rule or order thereunder after this consent has been filed, with the same force and validity as if served personally on the undersigned.

For the purpose of compliance with the Capital Access Company Law, notice of the service and a copy of the process should be sent by registered or certified mail to the undersigned at the following address:

Capital-Plus Partners, 7620 Olentangy River Road, Columbus, Ohio 43235

(Name and Address)

Dated: 6/24/8

By

Robert D Setzer

Title PRESIDENT

**ACKNOWLEDGEMENT**

STATE OF <sup>Ohio</sup>~~CALIFORNIA~~ )  
COUNTY OF Delaware )

On June, 2008 before me, (here insert the name and title of the officer), personally appeared  
Robert D. Setzer, President personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature

Lisa Marie Pittenger



LISA MARIE PITTENGER

(Seal)  
NOTARY PUBLIC  
STATE OF OHIO

Any certificate of acknowledgement taken in another place shall be sufficient in California if it is taken in accordance with the laws of the place where the acknowledgement is made. See, California Civil Code Section 1189.

CACL 280.152

Telephone  
(614) 644-7381

STATE OF OHIO  
Department of Commerce  
Division of Securities  
77 South High Street, Columbus, Ohio 43215-6131  
Form 391

File Number \_\_\_\_\_

Registrant Must Not fill in. Division Record --	Date	Checked By	Notation
Filing Fee Received _____			
Penalty Fee Received _____			
Record Made _____			
Accepted for Filing _____			
Not Eligible For Filing _____			

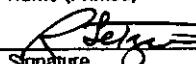
Prior Registration (Registrant Must Not Fill In.)

(Section)	(File)	(Date)	(Amount)	(Description)	(Price)
This Registration (Registrant Must Not Fill In.)					
(Section)	(File)	(Date)	(Amount)	(Description)	(Price)

1. Issuer's Name CAPITAL - PLUS PARTNERS, LLC Payer's Federal Tax Identification Number \_\_\_\_\_
2. Issuer's Address 7620 OLENTANGY RIVER ROAD, COLUMBUS, OH 43235

3. Attach a notarized statement from issuer or counsel using the following language regarding harm to the investors: "No purchaser or offeree of the securities sought to be exempted, qualified or registered pursuant to Section 1707.391 of the Revised Code was prejudiced by the failure to timely or properly exempt, qualify, or register the securities."
4. Attach a notarized statement from the issuer or counsel stating the reason for failure to timely or properly file, and the number of times during the preceding twelve months the issuer has filed a Form 391.
5. Indicate number of Ohio purchasers of Securities to be qualified by completing the following.

Dates of Original Sales From	To	Number of Purchasers on those Dates	Units Purchased	Total Dollar Amount
2/04	5/08	65	65	6797272.80

CAPITAL-PLUS PARTNERS LLC	ROBERT SETZER	PRESIDENT
Name of Issuer	Name (Printed)	Title
		6/24/8
	Signature	Date

THE 391 FILING MUST INCLUDE A COPY OF THE APPROPRIATE FORM THAT IS TO BE CORRECTED, THE NOTARIZED STATEMENTS, AND PAYMENT OF THE REQUIRED FEE IF NOT ALREADY PAID, PLUS A PENALTY FEE EQUAL TO SUCH REQUIRED FEE.

Make checks payable to OHIO DIVISION OF SECURITIES, and send to 77 South High Street, 22<sup>nd</sup> Floor, Columbus, Ohio 43215-6131

Correspondence regarding this form should be sent to: J. Anthony Kington, Chester Willcox & Saxbe, LLP,  
65 E. State Street, Suite 1000, Columbus, Ohio 43215

Telephone  
(614) 644-7381

**STATE OF OHIO**  
Department of Commerce  
Division of Securities  
77 South High Street, Columbus, Ohio 43215-6131  
**Form 391**

File Number \_\_\_\_\_

Registrant Must Not Fill In. Division Record --	Date	Checked By	Notation
Filing Fee Received _____			
Penalty Fee Received _____			
Record Made _____			
Accepted for Filing _____			
Not Eligible For Filing _____			

**Prior Registration (Registrant Must Not Fill In.)**

(Section)	(File)	(Date)	(Amount)	(Description)	(Price)
<b>This Registration (Registrant Must Not Fill In.)</b>					
(Section)	(File)	(Date)	(Amount)	(Description)	(Price)

1. Issuer's Name CAPITAL - PLUS PARTNERS, LLC Payer's Federal Tax Identification Number \_\_\_\_\_
2. Issuer's Address 7620 OLENTANGY RIVER ROAD, COLUMBUS, OH 43235

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4. Attach a notarized statement from the issuer or counsel stating the reason for failure to timely or properly file, and the number of times during the preceding twelve months the issuer has filed a Form 391.
5. Indicate number of Ohio purchasers of Securities to be qualified by completing the following.

Dates of Original Sales From	To	Number of Purchasers on those Dates	Units Purchased	Total Dollar Amount

Name of Issuer	Name (Printed) <u>Robert D. Setzer</u>	Title <u>6/24/8</u>
	Signature	Date

THE 391 FILING MUST INCLUDE A COPY OF THE APPROPRIATE FORM THAT IS TO BE CORRECTED, THE NOTARIZED STATEMENTS, AND PAYMENT OF THE REQUIRED FEE IF NOT ALREADY PAID, PLUS A PENALTY FEE EQUAL TO SUCH REQUIRED FEE.

Make checks payable to OHIO DIVISION OF SECURITIES, and send to 77 South High Street, 22<sup>nd</sup> Floor, Columbus, Ohio 43215-6131

Correspondence regarding this form should be sent to: J. Anthony Kington, Chester Willcox & Saxbe, LLP,  
65 E. State Street, Suite 1000, Columbus, Ohio 43215

**TO THE COMMISSIONER OF CORPORATIONS OF  
THE STATE OF CALIFORNIA  
CONSENT TO SERVICE OF PROCESS**

**KNOW ALL MEN BY THESE PRESENTS**

That the undersigned, Capital-Plus Partners, LLC (~~corporation~~  
~~partnership~~ ~~or~~ limited liability company organized under the laws of the State of  
Ohio ), (an individual), (other \_\_\_\_\_) hereby  
irrevocably appoints the Commissioner of Corporations of the State of California, or the  
Commissioner's successor in office, to be the undersigned's attorney to receive service of any  
lawful process in any noncriminal suit, action or proceeding against the undersigned, or the  
undersigned's successor, executor, or administrator which arises under the Capital Access  
Company Law or any rule or order thereunder after this consent has been filed, with the same  
force and validity as if served personally on the undersigned.

For the purpose of compliance with the Capital Access Company Law, notice of the service  
and a copy of the process should be sent by registered or certified mail to the undersigned at  
the following address:

Capital-Plus Partners, 7620 Olentangy River Road, Columbus, Ohio 43235  
(Name and Address)

Dated: \_\_\_\_\_ By \_\_\_\_\_

Title \_\_\_\_\_

**ACKNOWLEDGEMENT**

STATE OF CALIFORNIA     )  
COUNTY OF \_\_\_\_\_)

On June , 2008 before me, (here insert the name and title of the officer), personally  
appeared

Gene Rodriguez

\_\_\_\_\_ personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose  
name(s) is/are subscribed to the within instrument and acknowledged to me that he/~~she/they~~ executed the same in  
his/~~her/their~~ authorized capacity(ies), and that by his/~~her/their~~ signature(s) on the instrument the person(s), or the  
entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature \_\_\_\_\_ (Seal)

Any certificate of acknowledgement taken in another place shall be sufficient in California if it is taken in  
accordance with the laws of the place where the acknowledgement is made. See, California Civil Code  
Section 1189.

CACL 280.152

**END**